



PRIVILEGED AND CONFIDENTIAL ATTORNEY WORK PRODUCT

March 3, 2006

VIA OVERNIGHT DELIVERY AND ELECTRONIC MAIL

Mr. Michael Montgomery
Ms. Kate Taylor
Chief, Private Sites Section
Superfund Division
United States Environmental Protection Agency
Region IX
75 Hawthorne Street
San Francisco, CA 94105

Re: Supplemental Request for Information
Motorola 52nd Street Superfund Site, Phoenix, Arizona
(Union Pacific Corporation/Southern Pacific Transportation Company Facility at
9th Street to 16th Street between Harrison and Hadley, Phoenix, Arizona)

Dear Mr. Montgomery and Ms. Taylor:

Attached as Exhibit A please find Union Pacific Railroad Company's ("UPRR") response to the United States Environmental Protection Agency ("EPA") November 23, 2005 Supplemental Request for Information, timely submitted as per the parties' agreed-upon due date of March 4, 2006.

GENERAL OBJECTIONS

As an initial matter, UPRR makes the following general objections and responses to the Supplemental Request for Information, whether or not separately set forth in response to each and every question presented in the Request:

1. Privilege. UPRR objects to the Request, and to each paragraph therein, to the extent EPA seeks information or documents protected under the attorney-client privilege, the work product immunity, or other privilege or immunity.
2. Scope. UPRR objects to the information requested and to each paragraph therein, to the extent that the EPA seeks information or documents outside the scope of EPA's authority under Section 104(e) of the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), 42 U.S.C. §9604(e).

3. UPRR objects to the Request to the extent it seeks information that is not in the possession, custody or control of UPRR.
4. UPRR has provided responsive information relevant to the facility, as that area has been defined as the Union Pacific Corporation/Southern Pacific Transportation Company Facility at 9th Street to 16th Street between Harrison and Hadley, Phoenix, Arizona.
5. UPRR responds to this Request to the best of its current knowledge, information, and belief and based on its current investigation to date. UPRR reserves the right to produce additional information and to make further objections if additional responsive information and documents are identified or located.

Please do not hesitate to contact me if you have any questions. Please address any future correspondence regarding the Request or the site to my attention.

Very truly yours,



Rami S. Hanash
Regional Environmental Counsel
(713) 220-3214

Enclosures

EXHIBIT A

**UNION PACIFIC RAILROAD COMPANY'S RESPONSES TO SUPPLEMENTAL
REQUEST FOR INFORMATION PURSUANT TO SECTION 104(e)
OF CERCLA FOR THE UNION PACIFIC CORPORATION/SOUTHERN
PACIFIC TRANSPORTATION COMPANY FACILITY AT 9th STREET
TO 16th STREET BETWEEN HARRISON & HADLEY, PHOENIX, ARIZONA**

1. In your response, you provided numerous deeds to your property. However, although requested to do so, you did not state the dates of ownership. With respect to those deeds and the property or properties to which they pertain, please provide the following information:
 - a. State the date on which Union Pacific Corporation and Southern Pacific Transportation Company first acquired ownership of the facility, or the dates during which Union Pacific Corporation and Southern Pacific Transportation Company owned the facility.
 - b. For those portions of the facility that have been sold, identify the owner(s) and the date on which each such owner or owners acquired ownership of the facility. Your previous response included property sale information for 724 East Southern Pacific Drive, 415 South 7th Street, and 419 South 7th Street. Additional ownership information for these three locations is not required.

RESPONSE: UPRR objects to this request as overly broad and unduly burdensome. Subject to its objections, UPRR responds as follows. In the deeds previously provided, dates were located on the deed or document itself. Since that time, we have identified the following information and dates. It appears that the property comprising the facility was purchased in numerous pieces over many decades, with the first two pieces of property being purchased by the Arizona & Eastern Railroad ("AERR") in 1910 and 1912, respectively. In the 1940's, it appears that the AERR sold a large portion of the property located North of Hadley and East of 12th Street to various entities and that additional sales of smaller parcels of property took place within an area along 7th Street. In 1955, AERR was acquired by the Southern Pacific Railroad Company ("SP"). In the 1960's, SP purchased additional property to the west of 12th Street and south of its original parcel to expand its facility. UP Corporation never owned SP. UPRR, a wholly-owned subsidiary of UP Corporation, acquired ownership of all parcels owned by SP as a result of its acquisition of SP on September 11, 1996. For those portions of the facility that we are aware have been sold, the identity of the owner(s) and the dates on which we believe each such owner or owners acquired ownership is identified below.

PROPERTY INFORMATION IDENTIFIED

<u>Sold (S)</u> <u>Purch.(P) by</u>	<u>RR</u>	<u>Date</u>	<u>Individual or Company</u>
	P	11/07/12	Richard Lightbourne to AERR
	P	10/01/10	E.J. Bennitt to AERR Co
	S	6/16/59	ADGUS Properties
	S	12/22/60	International Metal Products – Division of McGraw-Edison
	S	12/15/61	International Metal Products Co.
Easement		2/07/62	Arizona Compress & Warehouse Co.
Easement		8/16/63	City of Phoenix - easement for street
S		4/24/44	AERR & SP (its Leasee) to Union Plaster Co.
S		8/16/44	Union Plaster Co.
Easement		10/01/46	12" waste water line Adam Goettl
Easement		9/09/46	12" waste water line Edward Swift
Easement		9/25/46	12" waste water line Union Plaster Co.
S		7/20/46	County of Maricopa 2.134 ac AFE 37119-1947
S		7/20/46	Union Plaster Company 0.140 ac AFE 37119-19
S		9/19/46	Grants Union Plaster Co roadway use
Easement		10/09/53	County of Maricopa
S		08/26/60	Sears Roebuck & Company
P		06/01/62	City of Phoenix

UPRR has also identified additional deed records and other documentation reflecting purchases and sales of the facility and is attaching that information as part of this response. The deeds are attached as Exhibit 1.

2. In your response, you provided lease information and some sub-lease information only for Chemonics Industries, Inc. from 1972 to date. You previously indicated that lease records for the entities identified in your September 28, 2000 response were being compiled and copied and would be provided, but we have still not received them. Based on a review of the information provided to date, there are a number of other leases and sub-leases that have not been provided in addition to those referenced in your previous response. In the enclosed table, we have attempted to summarize the lease information provided by you to date and to provide a simpler means for you to provide the missing information. Please review that table and provide the following information:
 - a. Confirm or correct all information appearing on the enclosed table.
 - b. Complete each row of the table by providing all information missing from that row.
 - c. Add to the table any and all other leases and sub-leases of the facility; and

complete each row of the table for each lease or sub-lease.

- d. If you have a database or other source of lease information, provide that database or the data from it.

RESPONSE: UPRR objects to this request as vague, overly broad, unduly burdensome, and on grounds of relevancy. UPRR is also unclear with regard to your reference to the various entities identified in the September 28, 2000 response and the recitations made in Request 2 above. Subject to its objections, however, UPRR has no reason to believe that the EPA's work product as identified in the table is incorrect and is of the belief that the table reflects the information contained in the documents that UPRR previously provided. UPRR has subsequently determined that the Chemonics Lease information that was previously identified does not actually pertain to property within the facility. However, UPRR has identified information in the following table regarding leases and industrial track agreements that *are* related to the facility as defined.

**FACILITY LEASE AND TRACK AGREEMENTS
IDENTIFIED**

<u>Date of Lease (Termination if known)</u>	<u>Individual or Company named in Lease</u>
5/20/46	Joe O'Connell
4/22/48	Goettl International Metal Products Company
10/26/73	Adam Goettl and International Metals
7/15/31	Pacific Fruit Express and Diamond Ice Co
10/1/36	Pacific Fruit Express and Diamond Ice Co
10/1/36	Pacific Fruit Express and Diamond Ice Co
5/2/27	Pacific Fruit Express and Diamond Ice Co
2/28/49	Pacific Fruit Express and Crystal Ice & Cold Storage Co.
1949-1975	Pacific Fruit Express and Crystal Ice & Cold Storage Co.
4/29/05	Goettl Bros
1983-2000	Commercial Carriers
1946	International Metal Products, partnership of A.D. & Gust Goettl
8/4/45	Union Plaster Company
11/23/54	Certain-Teed Products
11/29/55	Union Gypsum Company (1297' and 809')
12/1/59	Union Gypsum Company (1147' different than above)
12/15/59	Union Gypsum Company (1297' and 809')
9/19/62	National Gypsum Company
8/27/54	International Metal Products, Co-partnership of Adam and Gust Goettl
12/6/51	International Metal Products, Co-partnership of Adam and Gust Goettl
4/27/46	Adam Goettl and Gust Goettl DBA Goettl Bors.
5/20/46	Joe O'Connell
10/7/46	Adam Goettl

4/22/48	International Metal Products, Co-partnership of Adam and Gust Goettl
1/8/54	International Metal Products, Co-partnership of Adam and Gust Goettl
1957-1973	International Metal Products, Co-partnership of Adam and Gust Goettl. Division of McGraw-Edison Company
10/26/73	International Metal Products Company, A Division of McGraw-Edison Company
1946-1948	Thomas P. Tulloch
1948-1950	Assignment-Tulloch to James Gordon DBA Gordon Supply Co
1950-1954	Assignment - Tulloch to John H. Welsh
1954-1968	Aircon Supply Company
1946-1951	E.W. Pratt DBA as Pratt Feed and Supply
1951-1955	Ralston Purina Company
1955-1972	Ralston Purina Company
1982	BS&W Energy Corporation
1947-1956	Daley Construction-Acme Materials Company
1956-1982	Sherman Bowles and Sydney E. Bowles
1972-1975	R.C. Devore, Charles Pinckard and Maestro Electric
1975-1978	McGraw-Edison Company, International Metal Products Div.
5/12/27	Diamond Ice Company
1966-1972	Ralston Purina Company
1962-1976	Arizona Compress & Warehouse Corp.
2/10/59	Crystal Ice & Cold Storage, Division City Products Corp.
12/16/57	Crystal Ice & Cold Storage, Division City Products Corp.
11/14/36	Crystal Ice & Cold Storage Company
6/27/31	Diamond Ice Company
	Ralston Purina (see map on 99210)
6/17/26	Arizona Compress & Warehouse Co.
6/30/67	Pacific Fruit Express (PFE)
1931-1972	Pacific Fruit Express (PFE)
1938-1970	Arizona Compress & Warehouse Co F/K/A ACW Acquisition Corp.
1952	International Metal Products Company, a partnership of Adam & Gust Goettl
1959-1988	CA Portland Cement
1956-1968	Crystal Ice & Cold Storage Div., City Products Corp
2/10/59	Crystal Ice and Cold Storage, Division of City Products Corp.
1961-1982	McGraw Edison Co.
1962-1975	Pacific Fruit Express (PFE)
6/7/78	BS&W Energy Corp
1966-1976	Arizona Compress & Warehouse
6/13/68	Crystal Ice & Cold Storage Div., City Products Corp
1969-1973	Dallas & Mavis Forwarding Co.
1969-1978	Robertson Truck-A-Ways Inc.
5/4/05	Goettl, International Metal Products Div., McGraw-Edison
4/1/46	Union Plaster Company
1946-1951	Western Perlite Corporation
1/30/47	Union Plaster Company

4/27/83 Goettl, International Metal Products Div., McGraw-Edison
1922-1983 Tierney Manufacturing Co.
 Tierney Mfg

The lease documents and industrial track agreements relating to the facility are attached as Exhibit 1A and 1B.

3. In your response, you identified operations for several other businesses, and some information about your operations was included in the attachments. However, we need detailed information about your operations from 1955 to present. With respect to your operations during that time period, identify and explain all business operations, current and past, at the facility, including such information as the size of the facility, number of employees, dates of operation, maintenance operations, operations in the roundhouse area, storage areas, transfer operations, and a narrative description of the nature of the operations. For this facility in Phoenix, Arizona, please provide the following information:

RESPONSE: UPRR objects to this request as vague, overly broad and unduly burdensome. Subject to its objections, UPRR notes that it acquired the facility from predecessors who operated for many years prior to UPRR's involvement; accordingly, UPRR does not have detailed records or knowledge pertaining to all of the information requested. Questions regarding the operations at the facility of entities other than UPRR or its predecessors should be directed to those entities. In addition, with respect to historical information generally, it should be noted that mergers and other transactions through the decades appear to have resulted in many historical records having been lost or misplaced as part of the many transitions that occurred. Accordingly, this has made record searches difficult and impossible in some cases due to the absence of historical information. Because UPRR itself only acquired the facility property in 1996, it sought to identify information about the facility's history by reviewing documents in EPA's own files and identified various reports that discuss historical issues, such as the ADEQ Preliminary Assessment. While we do not have information to verify the accuracy of the ADEQ Assessment and other related documents, the documents do seem to provide information responsive to EPA's request and we refer EPA to the information contained in those documents.

With respect to current operations, the facility's operations have not changed substantially since UPRR's description as provided in its September 28, 2000 initial response. The facility size generally includes the areas between 9th Street to 16th Street, between Harrison to Hadley. The facility has operated as a rail switching yard, and additional operations at the facility have included minor locomotive repair, freight car repair, off-loading and storage of automobiles, locomotive refueling, and routine facility maintenance. Information from a former yard employee suggests that in the late 1970s-80s, there may have been approximately 25-30 employees in the yard office, with perhaps as many as 75 additional employees working in the yard. It is estimated that

approximately 25 employees are at the facility currently.

- a. Provide one or more scaled maps of the facility which include the locations of significant buildings and features (current and historic). Describe the physical characteristics of the facility, including but not limited to, the following:
- 1) Surface structures (e.g., buildings, tanks, containment and/or storage areas, etc.);
 - 2) Subsurface structures (e.g., underground tanks, sumps, pits, clarifiers, etc.);
 - 3) Ground water wells and dry wells, including drilling logs, dates of construction or completion, details of construction, uses of the wells, date(s) well(s) was/were abandoned, depth to groundwater, depth of well(s), and depth to and of screened interval(s);
 - 4) Any and all additions, demolitions, or changes of any kind to physical structures on, under, or about the facility, or to the property itself (e.g., excavation work) and state the dates on which such changes occurred.

RESPONSE: UPRR objects to the request as vague, overly broad and unduly burdensome. Subject to those objections, UPRR has identified additional maps that identify facility characteristics and documents that reflect construction projects performed at the facility as reflected in the table below as well. (See Exhibit 2 – Roadway Completion Reports, Exhibit 3 – Maps and Exhibit 8 – Current Map of Yard).

**Southern Pacific-ROADWAY COMPLETION
REPORTS**

<u>Completion Date</u>	<u>General Description</u>
7/30/31	Gasoline Storage for Gas-Electric Cars
1/31/30	Install Water Softener
11/10/28	Phoenix Yard Changes
8/30/57	Construct Locker Room
11/14/26	Construct 2.8369 miles of new yard track and oil column
5/31/56	Rearrange and Extend Interchange Tracks
7/29/50	Relay and Rail
2/28/49	Replace Trackage add turnouts
11/22/46	Install Pillar Crane and 2-ton Air Hoist
1/28/72	Repair, Refurbish and Modification of Track Scale & Pit
7/1970	Retire Track and Car Cleaning Facilities
7/31/69	Rearrange Trackage to Serve Dallas Mavis. Paid for by City of Phoenix and State of AZ

11/30/67	Improve Sixteenth Street... Federal Aid
4/1/65	Construct Auto Ready Facilities
5/29/63	Construct 685' Spur Track

b. Identify the location of all waste storage or waste accumulation areas, waste disposal areas, dumps, leach fields, burn pits, and any other disposal locations on a map, and identify the quantities, kinds of wastes (e.g., scrap metal, construction debris, motor oil, solvents, waste water), and methods of accumulation, storage, and/or disposal for each location.

RESPONSE: UPRR objects to the request as vague, overly broad and unduly burdensome. Subject to those objections, UPRR has identified and is providing the attached maps in response to this request.

c. Indicate the location of any maintenance shops, machine shops, degreasers, liquid waste tanks, chemical storage tanks, chemical storage areas, and fuel tanks (either above or below ground) on a map.

RESPONSE: UPRR objects to the request as vague, overly broad and unduly burdensome. Subject to those objections and noting that responsive information is in the documents previously provided, UPRR has identified and is providing the attached maps in response to this request, along with the information set forth in Exhibit 4.

d. Provide a list of all chemicals or raw materials used in production and maintenance activities at this facility, identifying the chemical composition and the quantities used. Provide Material Safety Data Sheets (MSDSs) for all such chemicals or raw materials, if appropriate. Provide all existing documents concerning the quantities purchased and used of such chemicals or raw materials.

RESPONSE: UPRR objects to the request as overly broad and unduly burdensome. Subject to those objections, UPRR has identified and is providing additional documents responsive to this request. In general, maintenance activities at the Site are conducted by vendors who bring their own biodegradable cleaning products and take away any residual water or materials. With regard to minor maintenance activities conducted by employees, these generally involve commercial cleaning products and may include small quantities of oils, lubricants, greases, exterior and interior water-based paints for offices, some compressed gases for small welding jobs, and the like. MSDSs for these products are attached as Exhibit 5.

e. Describe the processes and procedures for receiving, storing, distributing, and handling chemicals identified in response to section d of this question, above.

RESPONSE: UPRR objects to the request as overly broad and unduly burdensome. Subject to those objections and noting that responsive information is also provided in d. above, materials are purchased for use in each department in small quantities with some

being utilized on the maintenance vehicles and others dispensed by each department as needed.

- f. Describe the disposition, including but not limited to quantity, of all wastes from production and maintenance processes at this facility, including any treatment such as burning, evaporation, or chemical pretreatment, and/or the location of disposal whether on the premises or transported to another location.

RESPONSE: UPRR objects to the request as vague, overly broad, and unduly burdensome. Subject to those objections, UPRR has provided information responsive to this request in its response to section d above. In addition to the vendor removal of their cleaning products, materials generated from minor maintenance by employees (mostly waste oil) are sent off-site for proper disposition.

- g. Describe any actual or possible accidents that may have resulted in chemical releases or spills related to the freight traveling through the railyard.

RESPONSE: UPRR objects to this request as vague, overly broad, and unduly burdensome. Subject to those objections, UPRR has identified and is attaching information regarding releases of materials at the facility in Exhibit 6.

4. In your response, you provided some recent operator information. Although we appreciate the information you provided, your response remains incomplete. Please provide the following information for any and all operators at the facility prior to, during, and after the time when you operated the facility from 1955 to present:
 - a. The name of the person or business and its owner or manager, current or last known address, and current or last known telephone number;
 - b. The exact location by address and building number within the facility where the operator conducted business;
 - c. The dates during which each such person or business operated the facility;
 - d. Identify and explain the size and nature of the operations conducted at the facility by each of the prior operators you have identified in this question, including a description of the products made or services provided, and the chemicals and raw materials used.

RESPONSE: UPRR objects to the request as vague, overly broad, and unduly burdensome. The request does not define the term "operator" as used therein. To the extent that the term operator as used in this request refers to entities operating at the facility under a lease or track agreement, UPRR is providing lease records and industrial track agreements it has identified in response to Request No. 2. Questions regarding

information pertaining to operations of lessees should be directed to the lessees, as UPRR is without knowledge or information to respond to those questions.

5. Your response dated October 5, 2001 identifies numerous documents that were withheld pursuant to attorney/client privilege. Provide a privileged document log identifying author(s), recipient(s), date, subject matter, number of pages, and facts sufficient to support the privilege claim.

RESPONSE: A privilege log is attached as Exhibit 7. Please note that document MS 04420 was previously identified as privileged in error. Accordingly, it is not included on the privilege log. Because MS 04420 is not relevant to any request, it has not been produced. UPRR has identified an additional privileged document—MS 044300—and has accordingly identified that document on the attached privilege log.

6. In a January 2002 telephone conversation with EPA Civil Investigator Cliff Davis, you stated that you were not planning to provide any additional information in response to EPA's July 14, 2000 Request for Information. However, in your prior written responses, you indicated that you were continuing to research the answers to several questions and would provide additional information. The following is a list of those items you indicated you would provide, but which have not yet been received. Please provide the following information:
 - a. In response to question 6 of the previous request, you indicated you were conducting research to identify employees with more information on present and historic operations at the facility. Please provide the information that you have obtained to date from and/or about these employees, identify by full name each current and former employee who has any such historic knowledge and provide each such employee's current or last known address and telephone number.

RESPONSE: UPRR objects to the request as overly broad and unduly burdensome. UPRR additionally objects to the request to the extent that it seeks information regarding individuals who are no longer employed by UPRR. Moreover, UPRR does not necessarily agree, and otherwise objects to EPA's recitations of the parties' conversations as portrayed above. However, subject to those objections, UPRR identifies the following employees as persons who may have some knowledge:

Mike Battista
Manager of Track Maintenance, Phoenix Rail Yard
Union Pacific Railroad Company
1301 E. Harrison
Phoenix, AZ 85034
(602) 322-2506

Dennis Beach
Car Foreman, Phoenix Rail Yard
Union Pacific Railroad Company
1301 E. Harrison
Phoenix, AZ 85034
(602) 322-2533

Brian Beazer
Manager of Environmental Field Operations
Union Pacific Railroad Company
280 South 400 West
Salt Lake City, Utah 84101
(801) 212-2752

Dennis Bratcher
Foreman, Locomotive Department, Phoenix Rail Yard
Union Pacific Railroad Company
1301 E. Harrison
Phoenix, AZ 85034
(602) 322-2558

Steven Hampton
Manager of Terminal Operations, Phoenix Rail Yard
Union Pacific Railroad Company
1301 E. Harrison
Phoenix, AZ 85034
(602) 322-2520

John Jackson
Manager of Environmental Field Operations
Union Pacific Railroad Company
1500 E. Overland
El Paso, TX 79901

Dennis Johnson
Manager of Chemical Transportation Safety
Union Pacific Railroad Company
1255 S. Campbell
Tucson, AZ 85713
(520) 629-2170

Robert Moshier
Manager of Yard Operations, Phoenix Rail Yard
Union Pacific Railroad Company

1301 E. Harrison
Phoenix, AZ 85034
(602) 322-2585

Tim Wellman
Senior Manager of Terminal Operations, Phoenix Rail Yard
Union Pacific Railroad Company
1301 E. Harrison
Phoenix, AZ 85034
(602) 322-2585

- b. Question 9 of the previous request seeks information on chemicals or substances containing TCA, TCE or PCE. In your response, you indicated that no information had been identified at that time; that Union Pacific's investigation was continuing; and that the response would be supplemented if new information was identified. Please provide all additional information obtained.

RESPONSE: UPRR has not identified any additional information responsive to Question 9.

- c. To the extent not provided in response to section b above, and with specific reference to any chemicals or substances which are or were transported to, or are or were used at, the facility and which contain or contained tetrachloroethylene (PCE), trichloroethylene (TCE), or 1,1,1-trichloroethane (TCA) in any measurable quantity, please provide the following information:
- 1) The trade or brand name, chemical composition, and quantity used for each chemical or substance;
 - 2) The location(s) where each chemical or substance is or was used and stored;
 - 3) The purpose or use of each chemical or substance (e.g., parts cleaning, spot cleaning, degreasing, etc.); and
 - 4) The disposition, including but not limited to quantity, of all excess or waste chemicals or substances identified in this question, to the extent not already provided in response to Question 3, above.

RESPONSE: UPRR objects to the request as overly broad and unduly burdensome. Subject to those objections, UPRR has not identified any information responsive to this request.